



NOTICE

NOTICE is hereby given that the extra-ordinary general meeting no. 01/2025-2026 (the "Meeting" or "EGM") of the shareholders of Avanti Finance Private Limited ("Company") will be held via video conference on **Thursday, June 12, 2025, at 04:00 PM IST** to transact the following business.

SPECIAL BUSINESS

1. To approve the adoption of the Revised Articles of Association, in substitution, in full, of the existing Articles of Company

*To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

"RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 and all other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders of Avanti Finance Private Limited ("Company") be and is hereby accorded to amend and restate the existing articles of association of the Company in terms of the shareholders' agreement dated March 24, 2025 ("SHA") executed amongst the Company, Avanti Microfinance Private Limited, Rabo Partnerships B.V., IDH Farmfit Fund B.V, OikoCredit, Ecumenical Development Cooperative Society U.A., Gates Foundation, Nomura Capital (India) Private Limited, Wao Partners LLP, MI India Capital and Investment Private Limited, Mr. Naveen Kukreja, Mr. Kewal Krishan Nohria, Mr. Ajay Kumar Aggarwal, Mr. Rajat Goenka, Sak Industries Private Limited, Legal Heir(s) of Mr. Ratan Tata, Dr. Vijay Kelkar, Mr. Nandan Nilekani and NRJN Family Trust represented by Entrust Family Office Legal & Trusteeship Services Private Limited, with the amended and restated articles of association as placed before the shareholders, and such amended and restated articles of association be adopted as the articles of association of the Company, in substitution for and to the exclusion of all the previous articles of association of the Company.

RESOLVED FURTHER THAT each of Directors of the Company or the Company Secretary be and are hereby severally authorised to sign, submit, file the necessary documents and do all such acts, deeds and things arising out of or in connection with the foregoing resolution, including without limitation, filing Form MGT-14 with the jurisdictional Registrar of Companies and signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons and making necessary filings with any authorities, as may be required."

AVANTI FINANCE PRIVATE LIMITED

Regd. Off.: # 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old no 83) New Thippasandra, Bangalore,
Bangalore North, Karnataka, India - 560075

Toll Free Number - 1800 309 5021 | Email: info@avantifinance.in | Web: www.avantifinance.in

CIN: U65929KA2016PTC138355

2. To approve the overall limit for issue of Non-Convertible Debentures on a private placement basis

*To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 (read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014), 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the directions, regulations, guidelines and circulars issued by the Reserve Bank of India (**“RBI”**) and the Securities and Exchange Board of India (**“SEBI”**), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the **“Board”**) which term shall deem to include any committee(s) constituted / to be constituted by the Board to exercise its powers conferred by this Resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures secured or unsecured, listed or unlisted at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/disclosure document as may be issued by the Company to the eligible person(s) and in one or more series/tranches, on a private placement basis (EBP/non-EBP) and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of non-convertible debentures shall not exceed INR 300 crores (Indian Rupees Three Hundred Crores only) (within the overall borrowing limit of the Company) during a period of one year commencing from the date of this extra-ordinary general meeting.”

RESOLVED FURTHER THAT each of Directors of the Company or the members of the Committee or the Company Secretary be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and for giving effect to the foregoing resolution, including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons and making necessary filings with any authorities, as may be required.”

For Avanti Finance Private Limited

Sd/-

Name: Ms. Urvashi P. Bahirsheth

Designation: Company Secretary

Membership No.: ACS 37475

Address: 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old No. 83), New Thippasandra, Bangalore, Bangalore North, Karnataka, India, 560075

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Registered Office:

2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old No. 83),
New Thippasandra, Bangalore, Bangalore North, Karnataka, India, 560075

Date: June 10, 2025

Place: Bengaluru

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Notes:

1. THE EXTRAORDINARY GENERAL MEETING/THE ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS PURSUANT TO THE GENERAL CIRCULAR NO.14/2020 DATED 08.04.2020, GENERAL CIRCULAR NO. 20/2020 DATED 05.05.2020, ,GENERAL CIRCULAR NO. 02/2021 DATED 13.01.2021, GENERAL CIRCULAR NO. 19/2021 DATED 08.12.2021 AND 21/2021 DATED 14.12.2021, GENERAL CIRCULAR NO 03/2022 DATED 05.05.2022, GENERAL CIRCULAR NO.11/2022 DATED 28.12.2022,GENERAL CIRCULAR NO 09/2023 DATED 25.09.2023 AND GENERAL CIRCULAR NO 09/2024 DATED 19.09.2024
2. The Members are requested to follow the below instructions: -

a) Participation:

- i. Pursuant to the general circular issued by the Ministry of Corporate Affairs, the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, may forward the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to urvashi@avantifinance.in before the commencement of the meeting.
- ii. The Members are requested to use the following link details to join the meeting via video conference: [<Link to be inserted>](#)
- iii. For ease of participation of the Members, during the meeting, members may post questions during and also, before the meeting, by writing to urvashi@avantifinance.in.
- iv. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using the above link 15 minutes before the time scheduled to start the meeting until 15 minutes after such scheduled time. After the scheduled time no person shall be able to join the meeting.
- v. In case any member requires assistance for using the aforementioned link before or during the meeting, you may reach out to the Company Secretary at +91 9619675725.
- vi. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has a strong internet signal/ network.

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b) Voting:

- i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder unless specific provisions are mentioned in the Articles of Association.
- ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: urvashi@avantifinance.in stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using symbol ('√')

Item no. of agenda	Assent	Dissent
1. To approve the adoption of the Revised Articles of Association, in substitution, in full, of the existing Articles of Company	√	
2. To approve the overall limit for issue of Non-Convertible Debentures on a private placement basis	√	

Example 2: Using number of shares held.

Item no. of agenda	Assent	Dissent
1. To approve the adoption of the Revised Articles of Association, in substitution, in full, of the existing Articles of Company	100	
2. To approve the overall limit for issue of Non-Convertible Debentures on a private placement basis	100	

c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
- ii. This notice is also available on the website of the Company.
- iii. Incase of any doubts or clarification, the members are requested to contact Ms. Urvashi P. Bahirsheth through e-mail: urvashi@avantifinance.in.

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- iv. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary at urvashi@avantifinance.in on all working days up to and including the date of this Extra Ordinary General meeting of the Company.

Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1****To approve the adoption of the Revised Articles of Association, in substitution, in full, of the existing Articles of Company**

The members are informed that pursuant to the provisions of the shareholders' agreement dated March 24, 2025 ("SHA") executed amongst the Company, Avanti Microfinance Private Limited, Rabo Partnerships B.V., IDH Farmfit Fund B.V, OikoCredit, Ecumenical Development Cooperative Society U.A., Gates Foundation, Nomura Capital (India) Private Limited, Waao Partners LLP, MI India Capital and Investment Private Limited, Mr. Naveen Kukreja, Mr. Kewal Krishan Nohria, Mr. Ajay Kumar Aggarwal, Mr. Rajat Goenka, Sak Industries Private Limited, Legal Heir(s) of Mr. Ratan Tata, Dr. Vijay Kelkar, Mr. Nandan Nilekani and NRJN Family Trust represented by Entrust Family Office Legal & Trusteeship Services Private Limited, it is necessary to adopt revised Articles of Association ('Articles') of the Company. This alteration requires the shareholders' approval by way of Special Resolution.

The additional information is required under section 102 of the Companies Act, 2013 are as follows:

a. The nature of concern or interest, financial or otherwise, if any:

- I. Every director and the manager, if any – None of the directors have any concern or interest, financial or otherwise except to the extent of their respective shareholding;
- II. Every other key managerial personnel and - None of the key managerial personnel have any concern or interest, financial or otherwise
- III. Relatives of the persons mentioned in sub-clauses (i) and (ii) above - None of the relatives of the persons mentioned in sub-clauses (i) and (ii) above has any concern or interest, financial or otherwise.

b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon – None

The Board recommends the Resolution at Item No. 1 of the Notice for your approval by way of special resolution.

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Item No. 2

To approve the overall limit for issue of Non-Convertible Debentures on a private placement basis

The members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities (including non-convertible debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures ('Debentures'), it shall be sufficient if the Company passes a previous special resolution only once in a year for all offers or invitations of such debentures during the year.

The said approval shall be the basis for the Board/Committee/or such other authority/official as may be authorised to determine the terms and conditions of any issuance of Debentures by the Company, including the price at which such Debentures are being issued on the basis of the prevailing market conditions.

Pursuant to proviso to Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 following disclosure is made:

1.	Particulars of the offer including the date of passing of Board resolution	The Board of Directors vide its meeting held on April 30, 2025 had proposed to offer, issue and allot non-convertible debentures for an aggregate amount of INR 300 crores (Indian Rupees Three Hundred Crores only) on private placement basis (EBP / non-EBP), in one or more tranches/series.
2.	Kind of securities offered and the price at which security is being allotted.	Fully paid/partly paid, senior/subordinate, secured/unsecured, rated/unrated, unlisted/listed, taxable, redeemable, non-convertible debentures ("Debentures") at a price to be mutually determined and agreed upon by the authorised persons, as per the Board resolution dated April 30, 2025, following discussions and negotiations with the investor(s).
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	Not Applicable
4.	Name and address of valuer who performed valuation.	Not Applicable
5.	Amount which the Company intends to raise by way of such securities.	Up to INR 300 crores (Indian Rupees Three Hundred Crores only)

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6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities.	The specific terms of each offer / issue of Debentures shall be decided from time to time within the period of 1 year from the date of the aforementioned resolution, in discussion with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer / issue.
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The additional information is required under section 102 of the Companies Act, 2013 are as follows:

a. The nature of concern or interest, financial or otherwise, if any:

- I. Every director and the manager, if any – None of the directors have any concern or interest, financial or otherwise;
- II. Every other key managerial personnel and - None of the key managerial personnel have any concern or interest, financial or otherwise
- III. Relatives of the persons mentioned in sub-clauses (i) and (ii) above - None of the relatives of the persons mentioned in sub-clauses (i) and (ii) above has any concern or interest, financial or otherwise.

b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon – None

The Board recommends the Resolution at Item No. 2 of the Notice for your approval by way of Special Resolution.

For Avanti Finance Private Limited

Sd/-

Name: Ms. Urvashi P. Bahirsheth

Designation: Company Secretary

Membership No.: ACS 37475

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New Thippasandra, Bangalore, Bangalore North, Karnataka, India, 560075

Date: June 10, 2025

Place: Bengaluru

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